

FORM PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
M&G 5102.4301J501

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sterling Pulp Chemicals, Ltd.

Individuals Association
 General Partnership Limited Partnership
 Corporation- Canada
 Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Superior Propane Inc.
302 The East Mall
Suite 200
Toronto
Ontario M9B 6C7
CANADA

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation- Canada
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: December 19, 2002

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s)

76/167,403/ERCO R101
76/138,268/ERCO SMARTS

B. Trademark Reg. No.(s)/Mark(s)

2,726,118/R11

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John L. Beard
 Address: MERCHANT & GOULD P.C.
 P.O. Box 2910
 Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 3

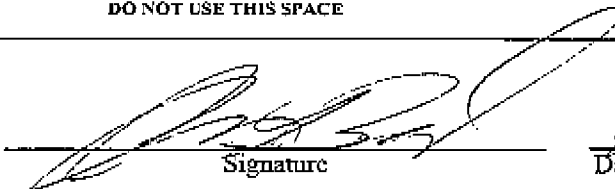
7. Total fee (37 CFR 3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Signature:

John L. Beard
 Name of Person Signing



Signature

4/23/04
 Date

Total number of pages including cover sheet, attachments, and document: 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Director of the United States Patent and Trademark Office
Washington, D.C. 20231

CH \$90.00 132725 76167403



Industry Canada Industrie Canada
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

COPY

I HEREBY CERTIFY THAT THE ATTACHED IS A TRUE COPY OF THE DOCUMENT MAINTAINED IN THE RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE DOCUMENT CI-JOINT EST UNE COPIE EXACTE D'UN DOCUMENT CONTENU DANS LES LIVRES TENUS PAR LE DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

Superior Propane Inc. /

Superieur Propane Inc.

413354-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

December 19, 2002 / le 19 décembre 2002

Date of Amalgamation - Date de fusion

Canada



Industrie Canada

Loi canadienne sur les sociétés par actions

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULE 9 STATUTS DE FUSION (ARTICLE 185)

1 -- Name of the Amalgamated Corporation / Denomination sociale de la société issue de la fusion: Superior Propane Inc./Superieur Propane Inc.

2 -- The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social: Calgary, Alberta

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre: The attached Schedule "A" is incorporated into and forms part of the Articles of Amalgamation.

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu: None

5 -- Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs: Minimum three (3), Maximum seven (7)

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu: None

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu: The attached Schedule "B" is incorporated into and forms part of the Articles of Amalgamation.

The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après:

- 183
[X] 184(1)
184(2)

Table with 5 columns: Name of the amalgamating corporations, Corporation No., Signature, Date, Title. Rows include Superior Propane Inc./Superieur Propane Inc., Sterling Pulp Chemicals, Ltd., Sterling Pulp Chemicals Fuzhou Ltd., Sterling (Sask) Holdings Ltd., Sterling Pulp Chemicals (Sask) Ltd.

For Departmental Use Only - À l'usage du ministère: Corporation No. / N° de la société: 413354-4 Filed - Déposée: JAN 2 2003



Schedule "A"

Attached to and forming part of the
Articles of Amalgamation of

SUPERIOR PROPANE INC./
SUPERIEUR PROPANE INC.

I. Class A Common Shares

The Corporation is authorized to issue an unlimited number of Class A Common shares ("Class A shares") having attached thereto the following rights:

- (a) The holders of the Class A shares are entitled to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote.
- (b) Subject to the rights attaching to any other classes of shares of the Corporation the holders of the Class A shares are entitled to such dividends as the directors of the Corporation in their sole discretion may determine from time to time and no class of shares shall rank equally with any other class of shares in respect of dividends; and in particular, notwithstanding the generality of the foregoing, the directors may declare dividends on the Class A Shares or the Class B Common Shares without declaring dividends on the other class of shares, as the case may be.
- (c) Subject to the rights attaching to any other shares of the Corporation, upon the liquidation, dissolution, bankruptcy or winding-up of the Corporation or other distribution of its assets among its shareholders for the purpose of winding-up its affairs, the holder of the Class A shares are entitled to receive the remaining property of the Corporation pro rata with the Class B Common Shares.

II. Class B Common Shares

The Corporation is authorized to issue an unlimited number of Class B Common shares ("Class B shares") having attached thereto the following rights:

- (a) The holders of the Class B shares are entitled to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote.
- (b) Subject to the rights attaching to any other classes of shares of the Corporation, the holders of the Class B shares are entitled to such dividends as the directors of the Corporation in their sole discretion may determine from time to time and no class of shares shall rank equally with any other class of shares in respect of dividends; and in particular, notwithstanding the generality of the foregoing, the

- 2 -

directors may declare dividends on the Class A Shares or the Class B Shares without declaring dividends on the other class of shares, as the case may be.

- (c) Subject to the rights attaching to any other shares of the Corporation, upon the liquidation, dissolution, bankruptcy or winding-up of the Corporation or other distribution of its assets among its shareholders for the purpose of winding-up its affairs, the holders of the Class B shares are entitled to receive the remaining property of the Corporation pro rata with the Class A shares.

III. Preferred Shares

The Corporation is authorized to issue an unlimited number of Preferred Shares (the "Preferred Shares") having attached thereto the following rights, privileges, restrictions and conditions:

- (a) Except to the extent provided by the *Canada Business Corporations Act*, the holders of the Preferred Shares shall not be entitled to notice of or to vote at meetings of the shareholders of the Corporation.
- (b) The holders of the Preferred Shares shall not be entitled to any dividends.
- (c) In the event of the liquidation, dissolution or winding up of the Corporation or other distributions of its assets among the shareholders, the Preferred Shares shall be entitled to receive, in priority to the holders of the Common Shares, at the sole discretion and option of the directors of the Corporation either:
- (i) an amount equal to the Redemption Amount; or
 - (ii) preferred shares in the capital of 3297489 Canada Ltd. having a stated redemption value equal to the Redemption Amount,

for each Preferred Share held. The holders of the Preferred Shares shall not be entitled to any further participation in the assets of the Corporation.

- (d) The Preferred Shares shall be redeemable in whole or in part at the option of either the holders thereof or the directors of the Corporation.
- (e) The "Redemption Amount" of each issued Preferred Share shall be equal to \$100.00 per share, which amount is hereby specified for purposes of subsection 191(4) of the *Income Tax Act* (Canada), as amended from time to time.
- (f) Should the Preferred Shares be redeemed in whole or in part the Corporation may satisfy the Redemption Amount by either
- (i) paying \$100 cash per share to the holder; or

- 3 -

- (ii) transferring to the holder preferred shares in the capital of 3297489 Canada Ltd. having a stated redemption value equal to the total Redemption Amount of the Preferred Shares being redeemed.

Whether the redemption is at the option of the directors of the Corporation or the holder, the directors of the Corporation shall determine, in their sole discretion, which of the above alternatives shall be used to satisfy the Redemption Amount.

- (g) Not less than 30 days notice in writing of any redemption of the Preferred Shares at the option of the directors shall be given by mailing such notice to the registered holders of the Preferred Shares to be redeemed, specifying the date and place or places of such redemption and specifying whether the Redemption Amount will be satisfied by the payment of cash or by transfer of preferred shares in the capital of 3297489 Canada Ltd. If notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares shall be deposited in any chartered bank in Canada or the applicable number of preferred shares in the capital of 3297489 Canada Ltd. are endorsed for transfer to the holder or endorsed in blank and placed in trust with a trust company in Canada as specified in the notice on or before the date fixed for redemption, the holders thereof shall have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such Preferred Shares to receive payment therefore out of the monies deposited or the endorsed preferred shares in the capital of 3297489 Canada Ltd. placed in trust. After the Redemption Amount of such shares has been deposited in any chartered bank in Canada or the preferred shares in the capital of 3297489 Canada Ltd. placed in trust with a trust company in Canada, as aforesaid, notice shall be given to the holders of any Preferred Shares called for redemption who have failed to present the certificates representing such shares within two months of the date specified for redemption that the money has been so deposited or preferred shares in the capital of 3297489 Canada Ltd. so placed in trust and such money or shares may be obtained by the holders of the said Preferred Shares upon presentation of the certificates representing such shares called for redemption at the applicable chartered bank or trust company, as the case may be.
- (h) In the event that only a part of the then outstanding Preferred Shares is at any time to be redeemed at the option of the directors of the Corporation, such shares shall be selected by lot, in such manner as the directors in their discretion shall decide, or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional shares.
- (i) Where a holder of Preferred Shares desires that all or a portion of such shares held by him or her be redeemed, he or she shall give notice in writing to the Corporation specifying the number of Preferred Shares that he or she wishes to be redeemed. Immediately upon receipt of such notice, the Corporation shall give notice in writing of the proposed redemption to all other holders of Preferred Shares of the Corporation, and within 60 days of receipt of such notice, subject to

- 4 -

the provisions of the *Canada Business Corporations Act* the Corporation shall redeem the number of Preferred shares specified in such notice, and upon surrender of the certificates for such Preferred Shares, the Corporation shall satisfy the Redemption Amount through a cash payment or a transfer of preferred shares in the capital of 3297489 Canada Ltd.

Schedule "B"

THIS IS SCHEDULE B REFERRED TO IN THE FOREGOING ARTICLES OF SUPERIOR PROPANE INC./SUPERIEUR PROPANE INC. (the "Corporation")

1. Subject to the provisions of the *Canada Business Corporations Act*, the directors may, between annual general meetings, appoint one or more additional directors to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.